

TIPCO FOODS PUBLIC COMPANY LIMITED AND SUBSIDIARIES
NOMINATION AND REMUNERATION COMMITTEE CHARTER

The board of directors meeting, no. 6/2024 on 14 August 2024 approved board of directors charter take effect from 14 August 2024.

Approved by

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(ACM PONGSATORN BUASUP)
Chairman

TIPCO FOODS PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOMINATION AND REMUNERATION COMMITTEE CHARTER

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NOMINATION AND REMUNERATION COMMITTEE CHARTER

Objectives

The board of directors appoint one board of nomination and remuneration committee which consists of the directors and/or executive who have the proper qualifications and independent directors specify policies for nomination who will become a director and/ or executive and screen who has proper qualifications before nominating to the board of directors or the meeting appointment. Furthermore, they take significant responsibility for consideration of remuneration of directors and executives properly and reflect capability for performance of directors and executives to meet the objectives.

This charter is to make the nomination and remuneration committee understand the duties and responsibilities and apply this charter for performance.

Composition of nomination and remuneration committee

1. Nomination and remuneration committee consist of at least 3 directors and executives.
2. The directors shall select one of nomination and remuneration committee become a chairman of nomination and remuneration committee. In case that the board of directors see as appropriate might select another or more of nomination and remuneration committee become vice chairman of nomination and remuneration committee.

Qualifications of nomination and remuneration committee

3. Nomination and remuneration committee shall be skilled and experienced that interest to transaction with honest, trustworthy, morality for transaction and have enough time to dedicate capability and conduct duties to the company fully
4. Nomination and remuneration committee shall have qualifications and not having any prohibited characteristics as specified by the Public Limited Companies Laws and Securities and Exchange Law and related laws according to transaction, including shall not having any prohibited that signify lack of suitability to get trustworthy.
5. The Nomination and remuneration committee shall inform the company immediately if there is an interest in making contracts directly or indirectly or holding increase or decrease shares, debenture in the company or subsidiaries.

Duties and responsibilities

6. Nomination
 - 6.1. Consider the structure, size and composition of the board of directors to be appropriate with organization, business and environment.
 - 6.2. Specify process and criteria for nomination, including qualifications of who shall nominated to become directors, chairman and executives who will report the chairman directly.
 - 6.3. Select and screen who have proper qualifications to become directors, chairman and executives who will report the chairman directly and nominate to the board of directors and/ or the meeting approving.
7. Remuneration

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- 7.1. Specify policies and consider remuneration criteria both cash and which is not cash of the board of directors, executives from assistant to managing director to be proper and fair and nominate to the board of directors and/ or the meeting approving.
8. Perform other duties as authorized by the board of directors in accordance with nomination and consider remuneration of the directors and executives.

Term of office and election of nomination and remuneration committee.

9. A risk management committee shall leave from the position as follows:
 - 9.1 Death
 - 9.2 Resignation
 - 9.3 Lack of qualifications of has prohibited characteristics according to the Public Limited Companies Laws and/ or Securities and Exchange Law.
 - 9.4 The meeting resolved to leave from the position.
 - 9.5 A court ordered to leave from the position.
10. Nomination and remuneration committee who shall leave from the position shall submit a letter of resignation in writing to the company. The leave becomes effective from the date that submit a letter of resignation to the company.

Meeting

11. Nomination and remuneration committee meeting, there must be at least one half of total number of nomination and remuneration committee to constitute a quorum. In case that the chairman of nomination and remuneration committee is unable to attend a particular meeting or discharge, if there is a vice chairman of nomination and remuneration committee to chairman of the meeting, if there is not any vice chairman of nomination and remuneration committee or unable to discharge, attending nomination and remuneration committee select one to be a chairman of the meeting.
12. Determination of nomination and remuneration committee shall take majority vote, a nomination and remuneration committee have one vote, except interested nomination and remuneration committee in each matter shall not have the right to vote that matter, if the vote tie, the chairman of the meeting shall be the final vote.
13. Nomination and remuneration committee meeting shall conduct or convene the meeting as see appropriate, the particular meeting shall conduct at least 1 meeting per year, except necessity that is unable to attend the meeting. The chairman of nomination and remuneration committee shall convene nomination and remuneration committee meeting or in necessity matter. In case that at least one nomination and remuneration committee might require the chairman convene nomination and remuneration committee meeting within 14 days from requested date.
14. The chairman of nomination and remuneration committee or authorized nomination and remuneration committee determine the date, time and place for meeting. The Nomination and remuneration committee at where will conduct the meeting might determine out of headquarter location. In case that chairman of nomination and remuneration committee or authorized nomination and remuneration committee does not determine the place for the meeting shall use the headquarter location as meeting place.
15. An invitation to the nomination and remuneration committee meeting. The chairman of nomination and remuneration or authorized person send meeting appointment letter and the

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attachment which is necessary to the meeting and resolution of nomination and remuneration committee through registered post or send to nomination and remuneration committee with determine date, time, place and business that will meet to nomination and remuneration committee is not less than 7 days before meeting date, except necessity to preserve the rights or interests of the company shall convene through other method or a meeting date may be determined faster.

16. When the chairman of nomination and remuneration committee see as appropriate to conduct nomination and remuneration committee meeting where conduct through electronic. This shall take provision under Emergency Decree on Electronic Meetings, B.E. 2563 and amended provision enforce for the process and meeting method.

Authorities

17. The board of directors has the power to appoint secretary of the nomination and remuneration committee to support the operations of the nomination and remuneration committee.
18. The Nomination and remuneration committee has the power to require the independent opinions from profession advisers if necessity with expenses of the company whereas employment shall be accordance with the company regulations.
19. The Nomination and remuneration committee has the power to request the information from other institutions and subsidiaries to support consideration.

Reporting

20. Nomination and remuneration committee is subcommittee that was appointed by the board of directors to learn and screen the tasks. Therefore, the nomination and remuneration committee shall take responsibility for overall achievement report to board of directors regularly.

Charter review

21. Nomination and remuneration committee shall verify and evaluate the sufficient and suitability of risk management committee charter every year and offer the board of directors to approval.